

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

IN RE ALTA MESA RESOURCES, INC.
SECURITIES LITIGATION

Case No. 4:19-cv-00957

Judge George C. Hanks, Jr.

ORAL ARGUMENT REQUESTED

**DEFENDANTS' UNOPPOSED MOTION TO FILE UNDER SEAL
DEFENDANTS' MOTIONS FOR SUMMARY JUDGMENT, ACCOMPANYING
APPENDICES OF EXHIBITS, AND PROPOSED ORDERS IN SUPPORT OF
SAME**

Pursuant to Rule 6 of the Administrative Procedures for Electronic Filing in Civil and Criminal Cases, Section C(7) of the Court's Procedures, and the Parties' Stipulation and Protective Order (ECF Nos. 174, 190), Defendants Alta Mesa Resources, Inc., Harlan H. Chappelle, Stephen S. Coats, Michael E. Ellis, William D. Gutermuth, Pierre F. Lapeyre Jr., David M. Leuschen, Donald R. Sinclair, Ronald J. Smith, Jeffrey H. Tepper, Thomas J. Walker, and Diana J. Walters (together, "Defendants") hereby request leave of Court to file under seal the unredacted versions of the following: 1) Defendants Riverstone Holdings LLC's, Stephen Coats's, and Thomas Walker's Motion for Summary Judgment and Incorporated Memorandum of Law as to Plaintiffs' Section 20(a) Claim; 2) AMR Directors' Motion for Summary Judgment and Incorporated Memorandum of Law on Plaintiffs' Section 10(b) and 20(a) Claims; 3) Alta Mesa Resources, Inc., Chappelle, Ellis, and Smith's Motion for Summary Judgment and Incorporated Memorandum of Law on

Plaintiffs’ Section 10(b) and 20(a) Claims; 4) Defendants’ Motion for Summary Judgment and Incorporated Memorandum of Law on Opt-Out Plaintiffs’ Claims; and 5) Proxy Defendants’ Motion for Summary Judgment and Incorporated Memorandum of Law on Plaintiffs’ Section 14(a) and 20(a) Claims; and 6) accompanying Exhibits 1-254, Appendices A-C, and Glossary.

BACKGROUND

On June 1, 2021, the parties filed a Stipulation and Protective Order, which the Court approved on August 17, 2021 (the “Protective Order”) (ECF Nos. 174, 190). The Protective Order allows the parties to designate certain sensitive materials as “Confidential” or “Confidential – Attorney’s Eyes Only.” ECF No. 190 at ¶¶ 4-9. If a party later files a document that it has designated “Confidential” or “Confidential – Attorney’s Eyes Only,” the party must file a motion to file under seal pursuant to the Court’s procedures the Protective Order. *Id.* ¶ 24.

When a party files designated materials under seal (as required by Paragraph 24 of the Protective Order), the parties must “meet-and-confer” before, or within five (5) business days of, the filing “to discuss whether any or all of the documents require being submitted under seal, or should remain under seal.” *Id.* ¶¶ 14, 24. If the parties “are unable to reach agreement, the party objecting to the filing under seal may file a motion to unseal.” *Id.* ¶ 14.

Pursuant to the Protective Order, counsel for defendants notified all parties on December 21, 2023 of their intent to file their Motions for Summary Judgment and accompanying declaration, appendices, exhibits under seal and listed the specific

documents to be filed under seal in the attached Appendix. Class Plaintiffs responded that they do not object to the Motion to Seal but reserve the right to move to unseal. No parties oppose the motion.

The summary judgment and/or *Daubert* motion deadline in this matter is December 22, 2023 (ECF No. 376).

ARGUMENT

This Court maintains “supervisory power” over its own docket and should act to deny public access to documents “where court files might ... become a vehicle for improper purposes.” *SEC v. Van Waeyenberghe*, 990 F.2d 845, 848 (5th Cir. 1993) (quoting *Nixon v. Warner Commc’ns, Inc.*, 435 U.S. 589, 598 (1978)). Courts routinely seal the sensitive business and financial information of parties, recognizing that such information is subject to use for “improper purposes.” *See Udoewa v. Plus4 Credit Union*, 754 F. Supp. 2d 850, 884 (S.D. Tex. 2010) (granting a motion to seal where “[t]he excerpts from the [documents] at issue contain extensive financial information of a sort that is often kept confidential”) (citing *Cooper Tire & Rubber Co. v. Farese*, No. 3:02CV210, 2009 WL 514071, at *1 (N.D. Miss. Feb. 27, 2009) (sealing “sensitive financial documents”)).

CONCLUSION

Pursuant to Paragraph 24 of the Protective Order, the Protected Materials “must be filed under seal on CM/ECF.” Protective Order ¶ 24. Defendants therefore request that the Court grant this unopposed Motion to Seal and order the Protected Materials to remain sealed.

APPENDIX OF MATERIALS TO BE SEALED

Exhibit	Description
	Glossary of Defined Terms used throughout the accompanying motions.
Appendix A	Chart of Alleged Misstatements (Non-Proxy)
Appendix B	Chart of Alleged Misstatements (Proxy)
Appendix C	Chart of Alleged Misstatements (Opt-Out Action)
Exhibit 1	March 24, 2016, Ryder Scott Year-End 2015 Audit Letter (DEF-19).
Exhibit 2	April 19, 2017, Email from Chelsea Dodds Williamson to Jeff Knupp, et al. re: Alta Mesa CA (DEF-26 and Riverstone_SDTX00176445 - Riverstone_SDTX0017446).
Exhibit 3	April 25, 2017, Presentation entitled: Project Amberjack Initial Valuation Review Materials (DEF-32).
Exhibit 4	April 27, 2017, Email from Chelsea Dodds Williamson to Olivia Wassenaar et al. re: Amberjack Follow-up (DEF-33).
Exhibit 5	April 27, 2017, Presentation entitled: Project Amberjack Follow-up Materials (DEF-34).
Exhibit 6	May 2, 2017, Memorandum from Silver Run II Team to Investment Committee (RIVERSTONE_SDTX00042642).
Exhibit 7	May 4, 2017, Silver Run II Acquisition Corporation Meeting of the Board of Directors and Audit Meeting of the Board of Directors Meeting Minutes (RIVERSTONE_SDTX00123584).
Exhibit 8	May 12, 2017, Email from Kevin Wang to Pierre Lapeyre, et al. re: Am / KFM materials (CP-243, RIVERSTONE_SDTX00042526 – RIVERSTONE_SDTX00042686).
Exhibit 9	June 2, 2017, Email from Warren Williamson to Randy Limbacher, et al. re: Amberjack - Technical Review with TPH (DEF-35).
Exhibit 10	June 2, 2017, Presentation entitled: Project Amberjack Technical Review (DEF-36, RIVERSTONE_SDTX00044145 – RIVERSTONE_SDTX00044186).

Exhibit	Description
Exhibit 11	June 2, 2017, Email from Neil Babaria to Bartow Jones, et al. re: Alta Mesa & KFM IC Memo (RIVERSTONE_SDTX00001876).
Exhibit 12	June 3, 2017, Email from David Leuschen to Marcia O'Neill re: Fwd: Alta Mesa & KFM IC Memo (with attachments) (CP-291, RIVERSTONE_SDTX00538658–RIVERSTONE_SDTX005386739).
Exhibit 13	June 5, 2017, Email from Kevin Wang to Randy Limbacher, John Campbell and Mark Castiglione re: Alta Mesa IC memo (with attachments) (CP-244, RIVERSTONE_SDTX00018289 – RIVERSTONE_SDTX00018369).
Exhibit 14	June 7, 2017 Riverstone Presentation entitled: Alta Mesa & KFM - Investment Committee Memo (RIVERSTONE_SDTX00001877 – RIVERSTONE_SDTX0000956).
Exhibit 15	June 9, 2017 Email from Mark Castiglione to Drew Karian re: Alta Mesa & KFM IC Memo (CP-427, Riverstone_SDTX00013166).
Exhibit 16	EEPB's Audit of Kingfisher Midstream, LLC Financial Statements December 31, 2016 and 2015 (RIVERSTONE_SDTX00309629 - RIVERSTONE_SDTX00309640).
Exhibit 18	July 19, 2017, Email from Susan Hutchison to Diana Walters, et al. re: Project Amberjack Discussion Materials (with attachment) (CP-459).
Exhibit 19	July 18, 2017, Silver Run II Acquisition Corporation Special Meeting of the Board of Directors (RIVERSTONE_SDTX00206937 – RIVERSTONE_SDTX00206938).
Exhibit 20	July 19, 2017, Letter from Chad Michael, M.D. of Tudor Pickering Holt & Co Advisors LP to Silver Run Acquisition Corporation II re: Engagement (DEF-25).
Exhibit 21	July 19, 2017, Presentation entitled: Amberjack Discussion Materials (DEF-39).
Exhibit 22	July 19, 2017, Silver Run II Acquisition Corporation Special Meeting of the Board of Directors Meeting Minutes (RIVERSTONE_SDTX00123586).
Exhibit 23	July 21, 2017, Silver Run II Acquisition Corporation Special Meeting of Board of Directors Meeting Minutes (CP-450).

Exhibit	Description
Exhibit 24	July 21, 2017, Silver Run II Acquisition Corporation Special Meeting of the Board of Directors (Gutermuth_SDTX0000666 – Gutermuth_SDTX0000667).
Exhibit 25	Alta Mesa Resources, Inc., August 2017 “Pure-Play STACK Enterprise” Investor Presentation (DEF-64).
Exhibit 26	August 4, 2017, Silver Run II Acquisition Corporation Meeting of the Board of Directors Meeting Minutes (RIVERSTONE_SDTX00144091 – RIVERSTONE_SDTX00144092).
Exhibit 27	August 10, 2017, Email from Pierre Lapeyre to Jim Hackett (Riverstone_SDTX00224529).
Exhibit 28	August 14, 2017, Silver Run II Acquisition Corporation Meeting of the Board of Directors Meeting Minutes (Gutermuth_SDTX0000675 - Gutermuth_SDTX0000686).
Exhibit 29	August 16, 2017, Announcement Press Release (CP-104).
Exhibit 30	August 16, 2017, KFM Contribution Agreement (AMR_SDTX00809777 – AMR_SDTX00810490).
Exhibit 31	August 16, 2017, AMH Contribution Agreement.
Exhibit 32	August 17, 2017, “Pure Play STACK Enterprise” Investor Presentation (CP-090).
Exhibit 33	August 17, 2017, Email chain from William Gutermuth to Jim Hackett, bcc: William Gutermuth re: Riverstone Update - Silver Run Acquisition Corporation II to Merge with Alta Mesa and Kingfisher Midstream (CP-455, Hackett_SDTX000236 – Hackett_SDTX000237).
Exhibit 34	September 13, 2017, Email from Jayne Wabeke to Oliva Wassenaar re: SR II Revised Proxy Statement (RIVERSTONE_SDTX00145799 – RIVERSTONE_SDTX00145802).
Exhibit 35	September 14, 2017, Email from Tony Tran to Tamara Alsarraf and Dustin Bridges re: “Silver Run Proxy Statement” (AMR_SDTX01420340).
Exhibit 36	September 16, 2017, Email chain from Olivia Wassenaar to Jim Hackett re: Fwd: Silver Run II - Proxy for Review (CP-87, RIVERSTONE_SDTX00229256 – RIVERSTONE_SDTX00229257).

Exhibit	Description
Exhibit 37	September 16, 2017, Email from Tony Tran to Jayne Wabeke re: FW: Questions from our Auditors on Proxy (AMR_SDTX01664374).
Exhibit 38	September 17, 2017, Ryder Scott Audit (AMR_SDTX00013661 – AMR_SDTX00013677).
Exhibit 39	Email chain with Alta Mesa re: "BDO Question" (AMR_SDTX01192195 - AMR_SDTX01192199).
Exhibit 40	October 2017 Investor Presentation (CP-175).
Exhibit 41	October 4, 2017, Email from Kevin Wang to Tamara Alsarraf et al. re: Cash flow projections (RIVERSTONE_SDTX00093081 – RIVERSTONE_SDTX000084).
Exhibit 42	October 20, 2017, SEC Comment Letter (RIVERSTONE_SDTX00095701 – RIVERSTONE_SDTX00095708).
Exhibit 43	October 25, 2017, Email from Dave Bartz to Bill Finnegan, et al. re: SR Proxy Documents (ARMEnergy_00037635) as produced to the Defendants.
Exhibit 44	October 26, 2017, Silver Run II Acquisition Corporation Special Meeting of the Board of Directors Meeting Minutes (RIVERSTONE_SDTX00123581).
Exhibit 45	October 27, 2017, Email from Michael Christopher to Olivia Wassenaar, et al. re calls w banks (RIVERSTONE_SDTX00232769 - RIVERSTONE_SDTX00232770).
Exhibit 46	Email chain from Ripal Shah, Ronald Smith, et al. re: SEC Comment Response Letter (AMR_SDTX01210970 - AMR_SDTX01210974).
Exhibit 47	Email chain with Alta Mesa, ARM Energy, and others re: SEC Comment Response Letter (AMR_SDTX01401887 - AMR_SDTX01401889)
Exhibit 48	October 30, 2017, Email chain with Bo Dunne, Michael Christopher, Derek Deas and others re: SR II Revised Proxy (AMR_SDTX00893887 - AMR_SDTX00893897).).
Exhibit 49	October 31, 2017, SEC Letter (AMR_SDTX00728788 - AMR_SDTX00728807).

Exhibit	Description
Exhibit 50	October 31, 2017 Email from Olivia Wassenaar to Diana Walters, et al. re: Silver Run Proxy Statement (Gutermuth_SDTX0001154 - Gutermuth_SDTX0001155).
Exhibit 51	Alta Mesa Resources, Inc., "Investor Update," November 2017 (DEF-109).
Exhibit 52	November 10, 2017, Email from Kevin Wang to Drew Karian, et al. re: Draft AMH 10-Q as of 9-30-17 v11-9-17 (RIVERSTONE_SDTX00004733 - RIVERSTONE_SDTX00004734).
Exhibit 53	November 10, 2017, Email from Bo Dunne to Kevin Wang re: KFM CF outspend (RIVERSTONE_SDTX00311839 - RIVERSTONE_SDTX00311841).
Exhibit 54	November 13, 2017, Email from Jim Hackett to Michael Christopher re: Draft Q3 Operational Update (RIVERSTONE_SDTX00233963 - RIVERSTONE_SDTX00233966).
Exhibit 55	Email chain with T. Tran to Kevin Bourque, Tamara Alsarraf re: Proxy Updates (AMR_SDTX01087402 - AMR_SDTX01087403).
Exhibit 56	November 22, 2017, Email chain from Michael McCabe to Jim Hackett, cc: Olivia Wassenaar, Hal Chappelle, Tom Walker re: Silver Run II / Alta Mesa - Updated Filing (CP-85).
Exhibit 57	Email with Hal Chappelle, Tamara Alsarraf, Tim Turner, and others re: SRII Proxy Statement and Comment Letter (AMR_SDTX01613988).
Exhibit 58	November 22, 2017, Email from Michael Christopher to Jim Hackett and others re: SRII Proxy Statement and Comment Letter (AMR_SDTX00871977 - AMR_SDTX00871983).
Exhibit 59	December 20, 2017, Email from Jim Hackett to Diana Walters re: SR 2 - Confidential (Hackett_SDTX0003287 - Hackett_SDTX0003288).
Exhibit 60	January 7, 2018, Email from Diana Walters to Jim Hackett, copying Olivia Wassenaar re: Latest Negotiations - Confidential (RIVERSTONE_SDTX00238969 - RIVERSTONE_SDTX00238970).
Exhibit 61	January 8, 2018, Email from Kevin Wang to Bo Dunne re: KFM year end balance sheet (RIVERSTONE_SDTX00314184 - RIVERSTONE_SDTX00314185).

Exhibit	Description
Exhibit 62	January 13, 2018, Email from William Gutermuth to Olivia Wassenaar, et al. re: SRUN II - Update (Process/ Time line / LTIP) (Gutermuth_SDTX0001340 - Gutermuth_SDTX0001341).
Exhibit 63	January 18, 2018, Email from LW to Alta Mesa re: RE: SRII Proxy Statement (RIVERSTONE_SDTX00119118 - RIVERSTONE_SDTX00119122).
Exhibit 64	January 19, 2018, Email from Kevin Wang to Bo Dunne re: KFM stats (RIVERSTONE_SDTX00315072).
Exhibit 65	January 19, 2018, Silver Run II Proxy Statement (CP-53).
Exhibit 66	January 30, 2018, Ryder Scott Audit (AMR_SDTX00033431 - AMR_SDTX00033447).
Exhibit 67	February 12, 2018, Email from Hal Chappelle to the AMR Board of Directors re S-1 document sent yesterday attaching 021218 AMR BOD Meeting Materials (RIVERSTONE_SDTX000274097 - RIVERSTONE_SDTX0000274161).
Exhibit 69	February 12, 2018, Minutes of the Meeting of the Board of Directors of Alta Mesa Resources, Inc. (AMR_SDTX00127793 - AMR_SDTX00127843).
Exhibit 71	HS Energy Advisors , "Alta Mesa Resources (AMR) Initiating Coverage of AMR - An Emerging "STACK" Powerhouse Pure Play, Welcome to the "Updip" Presentation (DEF-72) (AMR_SDTX00022983 - AMR_SDTX00023017).
Exhibit 72	February 20, 2018, Email from Jack Albers to Sims Bruns re: spacing concerns (CP-698, AMR_SDTX01668844).
Exhibit 73	February 20, 2018, Email from Abbas Belyadi to Kevin Bourque re: EUR Update (AMR_SDTX01089934 - AMR_SDTX01089935).
Exhibit 74	2/21/2018 Enercom Presentation (DEF-65).
Exhibit 75	March 16, 2018, Email from Gene Cole to Mike E. Ellis, Kevin J. Bourque and David McClure re: FW: Recap of GLM yesterday - added Item 19 to worksheet (with attachments) (CP-117, AMR_SDTX00061291 - AMR_SDTX00061295).

Exhibit	Description
Exhibit 76	RS Energy Group, STACK MERAMEC SPACING Co-Completed Wells Shine, Child Wells Decline (RASOR_SDTX00574 - RASOR_SDTX00585).
Exhibit 77	March 26, 2018, Email from Tony Tran to Tim Turner, et al. re: AMR 10-K Support (AMR_SDTX00793416 – AMR_SDTX00793417).
Exhibit 79	March 27, 2018, Email from Tony Tran to John Menke, et al. re: AMR Form 10-K (AMR_SDTX00789441 – AMR_SDTX00789445).
Exhibit 80	March 27, 2018, Email from Tony Tran to John Menke, et al. re AMR Form 10-K (AMR_SDTX00790662 – AMR_SDTX00790666).
Exhibit 81	March 27, 2018, Email from Tony Tran to John Menke, et al. re: AMR Flow of Funds 10-K (AMR_SDTX01603473 – AMR_SDTX01603474).
Exhibit 82	March 27, 2018 Email from Jim Hackett to Oliva Wassenaar re: Confidential (RIVERSTONE_SDTX00320552 – RIVERSTONE_SDTX00320555).
Exhibit 85	March 27, 2018, Email from Tony Tran to Bo Dunne, et al. re: AMR 10-K 12-31-17 support (AMR_SDTX00792241 – AMR_SDTX00792243).
Exhibit 88	March 28, 2018, Minutes of the Meeting of the Board of Directors of Alta Mesa Resources, Inc. (AMR_SDTX00127752 – AMR_SDTX00127788).
Exhibit 89	March 28, 2018, Audit Wrap-up Presentation (AMR_SDTX00786818 - AMR_SDTX00786840).
Exhibit 90	March 28, 2018, Email from Peter Amadeo to Tony Tran, et al. re: ARM 10-K (AMR_SDTX00789439 – AMR_SDTX00789440).
Exhibit 91	March 28, 2018, Minutes of the Meeting of the Audit Committee of the Board of Directors of Alta Mesa Resources, Inc. [Draft for Minutes Approval] (Walters_SDTX0004574 – Walters_SDTX0004576).
Exhibit 95	March 29, 2018, Q4 2017 Earnings - 2018 Operational Update and Guidance Presentation (Alyeska 39).
Exhibit 96	March 29, 2018, Email from Tony Tran to Hal Chappelle, et al. re: AMR 10-K Current (AMR_SDTX00787973 – AMR_SDTX00787974).
Exhibit 97	Form 10-K for fiscal year ended December 31, 2017, filed with the SEC on March 29, 2018 (CP-158).

Exhibit	Description
Exhibit 98	March 29, 2018, Press release (DEF-83).
Exhibit 100	Q4 2017 Alta Mesa Resources Inc. Earnings Call (FEINSTEIN_AMR-00001199 – FEINSTEIN_AMR-00001214), as produced to the Defendants.
Exhibit 101	March 31, 2018, BDO Quarterly Review (Q1 2018) (Tepper_SDTX0002371 – Tepper_SDTX0002386).
Exhibit 102	April 8, 2018, Email from Tim Turner to Hal Chappelle (AMR_SDTX00672982 – AMR_SDTX00672983).
Exhibit 103	April 21, 2018, SRII Advisors Presentation (RIVERSTONE_SDTX00255698).
Exhibit 104	May 12, 2018, Email from Hal Chappelle to Kevin Bourque (AMR_SDTX00669248 – AMR_SDTX00669256).
Exhibit 105	May 13, 2018, Minutes of the Telephonic Meeting of the Audit Committee of the Board of Directors of Alta Mesa Resources, Inc. (Walters_SDTX0009344).
Exhibit 106	May 14, 2018, Unanimous Written Consent of the Board of Directors of Alta Mesa Resources, Inc. (AMR_SDTX00128068 – AMR_SDTX00128080).
Exhibit 107	May 14, 2018, Press Release: Alta Mesa Provides Operations Update and Reaffirms Guidance (AMR_SDTX00979604 – AMR_SDTX00979607).
Exhibit 108	June 8, 2018, Email from Jim Hackett to Hal Chappelle, et al re: June 18 Board Meeting (AMR_SDTX01807018).
Exhibit 109	June 12, 2018, Deliverables Workshop - Lincoln Unit Miss Lime Evaluation Project Presentation (CP-764, AMR_SDTX01826956 - AMR_SDTX01827084).
Exhibit 110	June 18, 2018, Minutes of the Meeting of the Board of Directors of Alta Mesa Resources, Inc. (AMR_SDTX00128244 - AMR_SDTX00128248).
Exhibit 111	June 28, 2018, Unanimous Written Consent of the Audit Committee of the Board of Directors of Alta Mesa Resources, Inc. (AMR_SDTX00845737 – AMR_SDTX00845738).

Exhibit	Description
Exhibit 112	July 4, 2018, Email from Hal Chappelle to Tim Turner re: Steele 1806 1-34RMH Report Excluded on July 4 2018 6:30 PM (AMR_SDTX00098399 – AMR_SDTX00098401).
Exhibit 113	July 6, 2018, Email from Jim Hackett to AMR Board Members re: Board Feedback (Tepper_SDTX0002642).
Exhibit 114	July 6, 2018, KPMG Engagement Letter to AMR (CP-14 KPMG, KPMG-AMH-ea2018YERES-0000015 - KPMG-AMH-ea2018YERES-0000031).
Exhibit 115	August 13, 2018, Alta Mesa Sarbanes-Oxley Compliance Project Presentation (AMR_013868).
Exhibit 116	August 13, 2018, KPMG Quarterly Report (KPMG-AMH-ea2018Q4-0000759 – KPMG-AMH-ea2018Q4-0000784).
Exhibit 117	August 13, 2018, KPMG Report to the Audit Committee (KPMG-AMH-ea2018Q4-0001296 - AMH-ea2018Q4-0001338).
Exhibit 118	August 14, 2018, Email from Robert Tichio to David Leuschen, Pierre Lapeyre re: STIFEL: AMR (\$4.99, Buy) - 2Q18 Earnings Update - Company Specific Commentary (AMR) (RIVERSTONE_SDTX00032522).
Exhibit 119	August 14, 2018, Alta Mesa Resources, Second Quarter 2018 Update Presentation (AMR_SDTX01581256 - AMR_SDTX01581276).
Exhibit 120	August 14, 2018, Press Release “Alta Mesa Announces second quarter 2018 Financial and operational results” (AMR_SDTX00602131 – AMR_SDTX00602140).
Exhibit 121	August 21, 2018, Email from Pierre Lapeyre to Scott Grandt, Hal Chappelle and others re: Riverstone Request - Corporate Model, Additional Details (RIVERSTONE_SDTX00125389 – RIVERSTONE_SDTX00125390).
Exhibit 122	Barclays CEO Energy-Power Conference Slides (AMR_SDTX01101651 – AMR_SDTX01101675).
Exhibit 123	September 18, 2018, Board of Directors Meeting - Pattern Development & Resource Economics Presentation (AMR_SDTX00013932).
Exhibit 126	September 26, 2018, Email from Randy Limbacher to David Leuschen, et al. re: Update on call with Hal this morning (RIVERSTONE_SDTX00254029).

Exhibit	Description
Exhibit 127	October 19, 2018, Email from Jim Hackett to Robert Tichio, et al. re: Model Review at AMR (RIVERSTONE_SDTX00254250).
Exhibit 128	October 26, 2018, Email from Roxanna Krannich to Hal Chappelle et al. re Draft 9-30-18 AMR and AMH 10-Q V10.26.18 (SDTX00590285).
Exhibit 129	October 30, 2018, Email from Alec Cutler to Adam Karr re: AMR Q3 Earnings preview (Orbis-13).
Exhibit 130	November 1, 2018, Email from Roxanna Krannich to Hal Chappelle et al. re: Draft 9-30-18 AMR and AMH 10-Q V11.1.18 (AMR_SDTX01799732).
Exhibit 131	November 4, 2018, Email from Jim Hackett to Mark Castiglione, et al. re: Slide Deck from Mtg with AMR yesterday (RIVERSTONE_SDTX00030277 – RIVERSTONE_SDTX00030279).
Exhibit 132	November 8, 2018, Organizational Charts (AMR_SDTX00125104 – AMR_SDTX00125120).
Exhibit 133	November 13, 2018, Weaver Presentation entitled: Sarbanes-Oxley Compliance Project (Walters_SDTX0000731 – Walters_SDTX0000739).
Exhibit 134	November 13, 2018, KPMG Quarterly Report (KPMG-AMH-ea2018Q3-0000801 - KPMG-AMH-ea2018Q3-0000834).
Exhibit 135	November 13, 2018, Alta Mesa Sarbanes-Oxley Compliance Project Presentation (AMR_SDTX00125911 – AMR_SDTX00125922).
Exhibit 136	Organization Charts (AMR_SDTX00125104 - AMR_SDTX00125120).
Exhibit 137	December 2018, YE2018 Reserve Report Pattern Analysis and Assessment (DEF-68) (AMR_SDTX00003589).
Exhibit 138	December 5, 2018, Email from Susan Hutchison to David Leuschen, et al. re: Meridian Presentation Materials for Tomorrow (with attachment) (RIVERSTONE_SDTX00030387 – RIVERSTONE_SDTX00030443, CP-299).
Exhibit 140	December 17, 2018, Minutes of the Meeting of the Board of Directors of Alta Mesa (AMR_SDTX00128686 – AMR_SDTX00128689).
Exhibit 142	December 20, 2018, Alta Mesa Resources, Inc. Press Release: “Alta Mesa Announces Leadership Transition,” (AMR_SDTX01257260).

Exhibit	Description
Exhibit 143	January 25, 2019, Ryder Scott Audit (AMR_SDTX00002052 – AMR_SDTX00002069).
Exhibit 144	May 16, 2019, Email from Hershell Cavin to Mark Zajac, Kaye Rasmusson, Allen Kekish re: US DPP Clearance Form FDC No. US-19-05-9340 Alta Mesa Resources Inc. with attached memo (CP-20, KPMG-AMH-ea2018YE-0006922 - KPMG-AMH-ea2018YE-0006950), as produced to the Defendants.
Exhibit 145	May 17, 2019, AMH Letter to KPMG (CP-211, AMR_SDTX00126760 - AMR_SDTX00126768).
Exhibit 146	July 8, 2020, Alta Mesa Reserves Audit Process During the period from 2016-2019 (CP-631).
Exhibit 147	September 17, 2018, Email from Gene Cole to Tim Turner, et al. re: Tim's Slide (AMR_SDTX00580821 - AMR_SDTX00580822).
Exhibit 148	April 9 and 10, 2018, Gastar Exploration Presentation (RASOR_SDTX01047 - RASOR_SDTX01086).
Exhibit 149	Trade Report Excel Spreadsheet (Orbis 005), as produced to the Defendants.
Exhibit 150	Alyeska Trading Data Spreadsheet (ALYESKA_AM00002333, Alyeska 23), as produced to the Defendants.
Exhibit 152	Steven Coats LinkedIn Profile (CP-721).
Exhibit 153	October 18, 2017, Email from Alec Cutler to Natalie Dillon re: Decision for GBSA has been Approved (ORBIS_AM00020545 – ORBIS_AM00020548), as produced to the Defendants.
Exhibit 154	October 18, 2017, Email from A. Cutler to N. Dillon RE: Decision for GBSA has been Approved (ORBIS_AM00020635), as produced to the Defendants.
Exhibit 155	September 18, 2018, Email from David Leuschen to Jim Hackett re amr must dos (RIVERSTONE_SDTX00030190).
Exhibit 160	Hearing Transcript, Alta Mesa Holdings, LP v. Kingfisher Midstream, LLC, Bankr. C.A. No. 19-35133, Adv. No. 19-03609 (Bankr. S.D. Tex. Dec. 10, 2019), ECF No. 640.

Exhibit	Description
Exhibit 161	February 7, 2023, Deposition Transcript of Kaye Rasmusson (Class) ¹ .
Exhibit 162	March 1, 2023, Deposition Transcript of Homer Eugene “Gene” Cole (Class).
Exhibit 163	March 7, 2023, Deposition Transcript of Don Dimitrievich (Class).
Exhibit 164	March 9, 2023, Deposition Transcript of James Jackson (Class).
Exhibit 165	March 28, 2023, Deposition Transcript of Kevin Wang (Class).
Exhibit 166	March 22, 2023, Deposition Transcript of Tim Turner (Trustee) ² .
Exhibit 167	March 23, 2023, Deposition Transcript of Tim Turner (Class).
Exhibit 168	March 24, 2023, Deposition Transcript of Ronald Smith (Class).
Exhibit 169	March 31, 2023, Deposition Transcript of Michael Ellis (Trustee).
Exhibit 170	April 3, 2023, Deposition Transcript of Michael Ellis (Class).
Exhibit 171	April 4, 2023, Deposition Transcript of David Leuschen (Class).
Exhibit 172	April 11, 2023, Deposition Transcript of Jeffrey Tepper (Class).
Exhibit 173	April 14, 2023, Deposition Transcript of Diana Walters (Class).
Exhibit 174	April 19, 2023, Deposition Transcript of Harlan Chappelle (Class).
Exhibit 176	April 27, 2023, Deposition Transcript of James Hackett (Class).
Exhibit 177	April 28, 2023, Deposition Transcript of James Hackett (Trustee).
Exhibit 178	May 2, 2023, Deposition Transcript of Donald Sinclair (Class).
Exhibit 179	May 9, 2023, Deposition Transcript of William Gutermuth (Class).
Exhibit 180	May 19, 2023, Deposition Transcript of Harlan Chappelle (Trustee).

¹ References to “Class” refer to a deposition taken in the securities class action, *In re Alta Mesa Sec. Litig.*, Case No. 4:19-cv-00957 (S.D. Tex. filed Mar. 14, 2019).

² References to “Trustee” refer to a deposition taken in the trustee litigation, *Dunn v. Chappelle, et al.*, Bankr. C.A. No. 19-35133, Adv. Pro. No. 21-03423 (Bankr. S.D. Tex.)

Exhibit	Description
Exhibit 181	May 25, 2023, Deposition Transcript of Randy Limbacher (Trustee).
Exhibit 182	June 6, 2023, Deposition Transcript of Michael Christopher (Class).
Exhibit 183	June 6, 2023, Deposition Transcript of William McMullen (Class).
Exhibit 184	June 6, 2023, Deposition Transcript of William McMullen (Trustee).
Exhibit 185	June 13, 2023, Deposition Transcript of Miles Palke (the corporate designee for Ryder Scott pursuant to Federal Rule of Civil Procedure 30(b)(6) (Class)).
Exhibit 186	June 13, 2023, Deposition Transcript of Pierre F. Lapeyre, Jr. (Class).
Exhibit 187	June 14, 2023, Deposition Transcript of Jeffrey P. Knupp (Class).
Exhibit 188	June 23, 2023, Deposition Transcript of John Q. Campbell, Jr. (Class).
Exhibit 189	June 28, 2023, Deposition Transcript of Thomas Walker (Class).
Exhibit 190	July 10, 2023, Deposition Transcript of Randy Mitchell (the corporate designee for Alyeska pursuant to Federal Rule of Civil Procedure 30(b)(6)), Vol. I (Class).
Exhibit 191	July 11, 2023, Deposition Transcript of Randy Mitchell (the corporate designee for Alyeska pursuant to Federal Rule of Civil Procedure 30(b)(6)), Vol. II (Class).
Exhibit 192	July 13, 2023, Deposition Transcript of Jonathan Berger (Class).
Exhibit 193	July 13, 2023, Deposition Transcript of Stephen Coats (Class).
Exhibit 194	July 14, 2023, Deposition Transcript of Alec Cutler (the corporate designee for Orbis pursuant to Federal Rule of Civil Procedure 30(b)(6)) (Class).
Exhibit 195	July 20, 2023, Deposition Transcript of Adam Karr (Class).
Exhibit 196	July 21, 2023, Deposition Transcript of Brad Murray (Class).
Exhibit 197	November 3, 2023, Deposition Transcript of Frank Gagliardi (Class).
Exhibit 198	November 10, 2023, Deposition Transcript of Steven P. Feinstein, Ph.D (Class).
Exhibit 199	November 13, 2023, Deposition Transcript of Harold McGowen III (Class).

Exhibit	Description
Exhibit 200	November 14, 2023, Deposition Transcript of Zachary Nye, Ph.D. (Class).
Exhibit 201	November 15, 2023, Deposition Transcript of Taylor Kirkland (Class).
Exhibit 203	November 17, 2023, Deposition Transcript of Charles Whitehead (Class).
Exhibit 210	May 9, 2022, Defendant Thomas J. Walker's Responses and Objections to Lead Plaintiffs' First Set of Interrogatories.
Exhibit 211	July 18, 2023, Second Supplemental Responses and Objections to the Propounding Defendants' First Set of Interrogatories to FNY Partners Fund LP, FNY Managed Accounts, LLC, Paul J. Burbach, United Association National Pension Fund, and Camelot Event Driven Fund.
Exhibit 212	July 18, 2023, Defendant Diana J. Walter's Amended Responses and Objections to Lead Plaintiffs' First Set of Interrogatories.
Exhibit 213	July 18, 2023, Defendant James T. Hackett's Amended Responses and Objections to Lead Plaintiffs' First Set of Interrogatories.
Exhibit 214	July 18, 2023, Defendant Jeffrey Tepper's Amended Responses and Objections to Lead Plaintiffs' First Set of Interrogatories.
Exhibit 215	July 18, 2023, Defendant Stephen Coats' Amended Responses and Objections to Lead Plaintiffs' First Set of Interrogatories.
Exhibit 216	July 18, 2023, Defendant Thomas J. Walker's Amended Responses and Objections to Lead Plaintiffs' First Set of Interrogatories.
Exhibit 217	July 18, 2023, Defendant William Gutermuth's Amended Responses and Objections to Lead Plaintiffs' First Set of Interrogatories.
Exhibit 218	July 18, 2023, Defendant Harlan H. Chappelle's Amended Responses and Objections to Lead Plaintiffs' First Set of Interrogatories.
Exhibit 219	July 18, 2023, Exhibit C to the Second Supplemental Responses and Objections to the Propounding Defendants' First Set Of Interrogatories.
Exhibit 221	August 30, 2023, Plaintiffs' Objections and Responses to Defendants' First Set of Requests for Admission.
Exhibit 222	July 18, 2023, Defendant Riverstone Holdings, LLC's Amended Responses and Objections to Lead Plaintiffs' First Set of Interrogatories.

Exhibit	Description
Exhibit 223	July 18, 2023, Defendant Michael E. Ellis's Amended Responses and Objections to Lead Plaintiffs' First Set of Interrogatories.
Exhibit 224	July 18, 2023, Defendant David M. Leuschen's Amended Responses and Objections to Lead Plaintiffs' First Set of Interrogatories.
Exhibit 225	January 19, 2020, Robbins Russell et al. Report on the Investigation Into Alta Mesa Holdings, LP's 2018 Drilling Program.
Exhibit 226A	December 20, 2023, Declaration of Charles K. Whitehead In Support of Defendants' Motion for Summary Judgment.
Exhibit 226B	August 31, 2023, Expert Report of Professor Charles Whitehead.
Exhibit 227A	December 21, 2023, Declaration of Edward Fetkovich In Support of Defendants' Motion for Summary Judgment.
Exhibit 227B	August 31, 2023, Expert Report of Edward James Fetkovich.
Exhibit 227C	October 31, 2023, Expert Rebuttal Report of Edward James Fetkovich.
Exhibit 228	August 31, 2023, Expert Report of Harold E. McGowen III, PE
Exhibit 229A	December 20, 2023, Declaration of Robert Rasor in Support of Defendants' Motions for Summary Judgment.
Exhibit 229B	August 31, 2023, Expert Report of Robert Rasor.
Exhibit 229C	October 19, 2023, Expert Rebuttal Report of Robert Rasor.
Exhibit 230	August 31, 2023, Expert Report of Taylor Kirkland.
Exhibit 231	August 31, 2023, Expert Report of Frank Gagliardi.
Exhibit 233A	December 21, 2023, Declaration of John Fiebig in Support of Board Defendants' Motion for Summary Judgment as to Plaintiffs' Section 10(b) and 20(a) Claims..
Exhibit 233B	October 19, 2023, Expert Report of John Fiebig, CPA.
Exhibit 235	November 10, 2023 Adam Badawi's Supplemental Rebuttal to the Opinions Offered By Charles Whitehead and Steven Pully.
Exhibit 241	Edward T. McDermott, Essay, Holder Claims—Potential Causes of Action in Delaware and Beyond?, 47 Del. J. Corp. L. 935 (2017).

Exhibit	Description
Exhibit 242	2018 AMR Form 10-Q for the quarterly period ended June 30, 2018.
Exhibit 243	August 27, 2019, Alta Mesa Resources, Inc. SEC Form 10-K for the fiscal year ended December 31, 2018.
Exhibit 245	<i>Kusnier v. Virgin Galactic Holdings, Inc.</i> , No. 21-cv-3070 (E.D.N.Y. Aug. 16, 2023) Opinion and Order (ECF No. 90).
Exhibit 251	December 20, 2023, Declaration of Michael Ellis.
Exhibit 252	December 20, 2023, Declaration of Harlan Chappelle.
Exhibit 253	July 18, 2023, Defendant Donald Sinclair's Amended Responses and Objections to Lead Plaintiffs' First Set of Interrogatories.
Exhibit 254	July 18, 2023 Defendant Pierre F. Lapeyre, Jr.'s Amended Responses and Objections to Lead Plaintiffs' First Set of Interrogatories.

Dated: December 22, 2023

Respectfully submitted,

/s/ J. Christian Word

J. Christian Word
Attorney-in-Charge for Defendants
D.C. Bar No. 461346
S.D. Tex. Bar No. 3398485
LATHAM & WATKINS LLP
555 Eleventh Street, NW
Suite 1000
Washington DC 20004
(202) 637-2200
Christian.Word@lw.com

Of Counsel:
Heather A. Waller
IL Bar No. 6302537
S.D. Tex. Bar No. 2886108
LATHAM & WATKINS LLP
330 North Wabash Avenue, Suite 2800
Chicago, IL 60611

Tel: (312) 876-7700
Fax: (312) 993-9767

*Counsel for Defendants Alta Mesa
Resources, Inc., f/k/a Silver Run
Acquisition Corporation II; Riverstone
Holdings LLC; Harlan H. Chappelle;
Stephen S. Coats; Michael E. Ellis;
William D. Gutermuth; James T.
Hackett; Pierre F. Lapeyre, Jr.; David
M. Leuschen; Donald R. Sinclair;
Ronald J. Smith; Jeffrey H. Tepper;
Thomas J. Walker; and Diana J. Walters*

Walter M. Berger
TX Bar No. 00798063
Attorney-in-Charge
WINSTON & STRAWN LLP
800 Capitol Street, Suite 2400
Houston, TX 77002-2925
Tel.: (713) 615-2699
Fax: (713) 651-2700
cberger@winston.com

Of Counsel:
Katherine A. Preston
TX Bar No. 24088255
WINSTON & STRAWN LLP
800 Capitol Street, Suite 2400
Houston, TX 77002-2925
Tel.: (713) 615-2699
Fax: (713) 651-2700
kpreston@winston.com

John E. Schreiber (*pro hac vice*)
CA Bar No. 261558
WINSTON & STRAWN LLP
333 S. Grand Ave., 38th Floor
Los Angeles, CA 90071
Tel.: (213) 615-1700
Fax: (213) 615-1750
JSchreiber@winston.com

*Co-Counsel for Harlan H. Chappelle,
Michael E. Ellis*

CERTIFICATE OF SERVICE

I certify that a true and correct copy of the foregoing document was filed with the Clerk of Court using the CM/ECF system, which will send electronic notification of such filing to all counsel of record. Additionally, the foregoing document was served to all counsel of record via secure file transfer.

/s/ J. Christian Word

J. Christian Word